

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:)	Chapter 11
)	
W.R. GRACE & CO., et al.,)	Case No. 01-1139(JKF)
)	
Debtors.)	Jointly Administered
)	
_____)	Hearing Date: 3/2/11 @ 9 a.m.
		Related Docket Nos.: 26154, 26155,
		26241, 26261, 26262, and 26381

**OBJECTIONS OF BNSF RAILWAY COMPANY IN ACCORDANCE WITH
BANKRUPTCY RULE 9033 TO THE MEMORANDUM OPINION REGARDING
OBJECTIONS TO CONFIRMATION OF FIRST AMENDED JOINT PLAN OF
REORGANIZATION AND RECOMMENDED SUPPLEMENTAL FINDINGS OF FACT
AND CONCLUSIONS OF LAW [DOCKET NUMBER 26154]
AND THE RECOMMENDED FINDINGS OF FACT, CONCLUSIONS OF LAW
AND ORDER REGARDING CONFIRMATION OF FIRST AMENDED
JOINT PLAN OF REORGANIZATION AS MODIFIED
THROUGH DECEMBER 23, 2010 [DOCKET NUMBER 26155] AND ORDER
CLARIFYING MEMORANDUM OPINION AND ORDER CONFIRMING JOINT PLAN
AS AMENDED THROUGH DECEMBER 23, 2010 (DOCKET NO. 26289)**

BNSF Railway Company ("BNSF") files these Objections in accordance with Federal Bankruptcy Rule 9033 to the recommended findings of fact and conclusions of law relating to all non-core matters contained in the Memorandum Opinion Regarding Objections To Confirmation Of First Amended Joint Plan Of Reorganization And Recommended Supplemental Findings Of Fact And Conclusions Of Law (Supplemental Findings) [Docket Number 26154] And The Recommended Findings Of Fact, Conclusions Of Law And Order Regarding Confirmation Of First Amended Joint Plan Of Reorganization As Modified Through December 23, 2010 [Docket Number 26155] (Findings) and the Order Clarifying Memorandum Opinion and Order Confirming Joint Plan as Amended Through December 23, 2010 (Docket No. 26289) (Clarifying Order).

On February 23, 2011, the U.S. District Court for the District of Delaware entered an Order providing:

Plan Proponents have stipulated that, and this Court hereby orders that, **Rule 9033 objections need not be filed, and all objections that may be or could have been asserted in Rule 9033 objections are preserved and may be argued as part of the appellate briefing filed pursuant to Bankruptcy Rules 8001 et seq.** To the extent any party nevertheless chooses to file Rule 9033 objections on or before February 28, 2011, both that party's objections and Plan Proponents' responses may be filed in summary fashion, briefly stating the bases for the respective objections and responses, with detailed briefing and support reserved for the appellate briefs regarding the Confirmation Order to be filed with this Court.

[Emphasis Added].

In accordance with and in reliance upon the February 23 Order, BNSF need not file any objection to preserve its rights under Federal Bankruptcy Rule 9033. As such, BNSF reserves its right, pursuant to the February 23 Order, to raise any objection it may have to the Findings, the Supplemental Findings and the Clarifying Order.

In particular, in reliance upon the February 23 Order, and solely for protective purposes and without in any way limiting the foregoing, BNSF objects to all findings of fact and conclusions of law contained in the Findings, the Supplemental Findings and the Clarifying Order that in any way relate to a non-core issue and/or any objection interposed by BNSF to the confirmation of the Joint Plan.

Dated: February 28, 2011
Wilmington, Delaware

PEPPER HAMILTON LLP

/s/ James C. Carignan
James C. Carignan (DE No. 4230)
Hercules Plaza, Suite 5100
1313 North Market Street
P.O. Box 1709
Wilmington, DE 19899-1709
(Courier No. 19801)
Telephone: (302) 777-6500
Facsimile: (302) 421-8390

Of Counsel:

Edward C. Toole, Jr.
Linda J. Casey
PEPPER HAMILTON LLP
3000 Two Logan Square
18th & Arch Streets
Philadelphia, PA 19103
Tel: (215) 981-4000
Fax: (215) 981-4750

Counsel for BNSF Railway Company

Counsel for BNSF Railway Company